



---

Walter Stackler  
Managing Partner  
Direct +1 646 768-2051  
walter.stackler@shelterrock.com

---

January 8, 2018

PRIVATE AND CONFIDENTIAL

Mr. Jeffrey A. [REDACTED]feld  
Chairman and CEO  
[REDACTED]feld [REDACTED]ies [REDACTED]C  
[REDACTED]rd [REDACTED]ue  
28th Floor  
New York, New York 10022

RE: Oakwell Farms Apartments  
Hermitage (Nashville), Tennessee

Dear Jeff:

This agreement ("Agreement") shall confirm the engagement (the "Engagement") of [REDACTED]er [REDACTED]k Capital Advisors LLC ("Advisor") by [REDACTED]feld [REDACTED]ies, LLC ("Client") (together, the "Parties") as its exclusive financial advisor and marketing representative to provide real estate capital markets advisory services with the objective of securing joint venture equity capital ("Capital") for a private equity joint venture(s) or similar entity(s) ("Venture") formed by Client or its affiliates (Client and its affiliates are referred to as "Client Companies") to acquire or invest in the above referenced property ("Property").

**Scope of Services**

Advisor shall advise the Client in the identification and closing of Capital necessary to fund the Client's acquisition, improvement, and operation of the Property. The scope of Advisor's services (the "Services") shall include the following:

**Offering Process:** Advisor shall develop and execute an offering process based upon Client's objectives regarding equity capitalization of the Venture. Advisor and Client agree that the Engagement is intended to be focused on the Property but may result in the formation of a subsequent Venture(s). The offering process shall include:

- Advice on the preparation of offering materials, including, as necessary, a detailed offering presentation (the "Offering Document"), it being understood that the content, drafting and production of Offering Document is the Client's responsibility;

